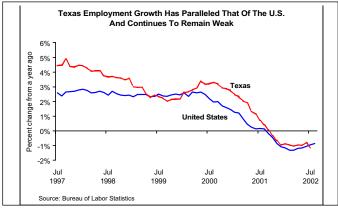


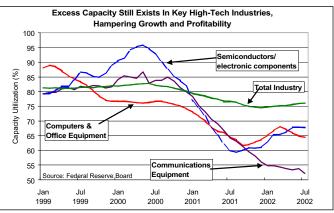
WINTER 2002

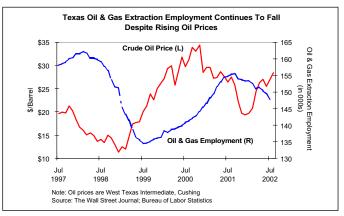
Texas

The Texas economy, which showed signs of an incipient recovery in the spring, began to stall during the summer months. Weaknesses in primary economic drivers are expected to continue in the near term.

- Texas employment growth remains negative on a year ago basis as of July 2002 (-0.9 percent). See top chart. Texas' unemployment rate has increased over 2 percent since reaching its low of 3.9 percent in December 2000, and now stands at 6 percent (July 2002), slightly higher than the U.S. unemployment rate of 5.9 percent that same month.
- Texas has lost more jobs in the past 12 months, on an absolute basis, than any other state. Between July 2001 and July 2002, Texas lost 107,000 jobs, followed by Georgia (84,000), Illinois (84,000), and New York (79,000).
- The state's economic weakness is directly linked to problems in the high-tech industries of telecommunications, semiconductors, and personal computers, and indirectly to the stock market woes and lack of general business investment. Overcapacity in these industries (see middle chart) is hampering capital expenditures and constraining pricing power, revenue growth, and profitability.
- Despite over a 40 percent increase in oil prices since January, activity in Texas' energy sector remains flat (see **bottom chart**). The oil industry continues to consolidate. Also, the uncertainty surrounding a possible attack on Iraq is chilling expansion plans and keeping oil prices above economic fundamentals, which is hurting the downstream energy industries of refining and petrochemicals.
- Although many commodity prices have shown recent increases caused by drought-induced production declines, prices for cattle and cotton the cornerstone of the Texas agricultural industry have not. Ranchers are liquidating herds due to lack of water and rising feed costs and high global cotton production is sustaining record low cotton prices.
- Agricultural land values remain relatively strong during this
 period of depressed commodity prices. Recent USDA research
 indicates that 23 percent of Prairie Gateway land values,
 which includes most of Texas, are attributable to government
 payments since the 1996 farm bill. This increased dependence
 on subsidies could pose problems for agricultural lenders if payment levels should decline in the future at the same time commodity prices are low.



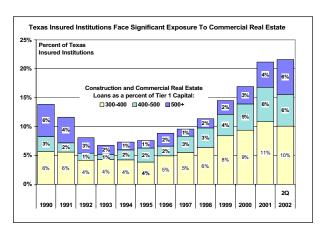






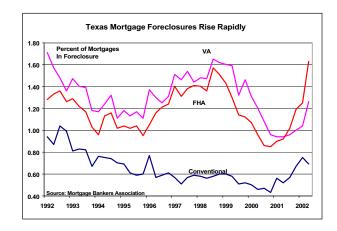
Texas insured institutions are reporting the highest commercial real estate exposure ever at a time when Texas commercial markets are showing signs of stress.

- Texas insured institutions report the highest level of commercial real estate loans (non residential real estate plus construction and development) on record. (See top chart.)
- At 25.5 percent the *Dallas* metro area has the highest office vacancy rate in the nation. Although high throughout the 1990s, recent slowdowns in the telecommunications industry have sent suburban rates up 9.3 percentage points over the last 3 years.
- Austin has the second highest office vacancy rate in the country as of June 30, 2002 at 24.9 percent. Coinciding with the downturn in high technology and telecommunications, Austin office vacancies surged 18.7 percent in over the past three years.



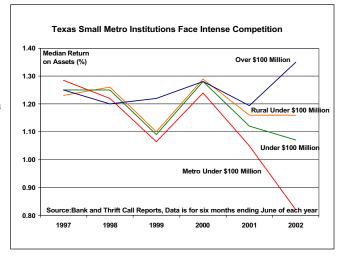
Residential foreclosure rates begin to rise and could affect credit quality if weak economic conditions persist.

- Texas foreclosures are at a 30-month high. Recent surges amidst historically low interest rates and continued price appreciation suggest potential deterioration in asset quality going forward (See middle chart).
- Existing home sales fell for the fourth month in a row in North Texas. August sales were down 10 percent and the number of homes on the market has risen to its highest level in almost ten years. Likewise the August 2002 Houston home inventory was the largest since July 1995. Swelling inventory in Austin, especially in the higher priced range, is putting pressure on home prices.
- Despite these trends, Texas insured institutions have not sustained similar weakness in mortgage portfolios.



Small metro banks face intense competition and profit pressures.

- Insured institutions in metro areas with assets less than \$100 million (small metro) continue to show signs of competitive pressure. As seen by the bottom chart, the median ROA for small metro banks (the lowest level in 10 years) is lower than banks over \$100 million or small rural banks.
- Non-interest expense appears to be a major culprit in lower profitability as small metro banks report a non interest expense to total assets ratio 92 basis points higher than banks over \$100 million and 106 basis points higher than small rural banks.



Texas at a Glance						
General Information	Sep-02	Sep-01	Sep-00	Sep-99	Sep-98	Sep-97
Institutions (#)	672	692	724	759	808	847
Total Assets (in thousands) New Institutions (# < 3 years)	151,228,645 16	140,654,390 18	162,007,657 26	175,995,582 32	178,596,140 26	223,245,911 12
New Institutions (# < 3 years)	47	45	41	42	36	29
Capital						
Tier 1 Leverage (median)	9.25	9.10	9.32	9.20	9.20	9.25
Asset Quality						
Past-Due and Nonaccrual (median %)	2.16%	2.06%	1.81%	1.95%	2.16%	2.16%
Past-Due and Nonaccrual ≥ 5% ALLL/Total Loans (median %)	98 1.27%	96 1.22%	76 1.21%	91 1.20%	134 1.27%	120 1.31%
ALLL/Noncurrent Loans (median multiple)	1.58	1.78	2.11	1.85	1.87	1.75
Net Loan Losses/Loans (aggregate)	0.36%	0.35%	0.36%	0.46%	0.40%	0.32%
Earnings						
Unprofitable Institutions (#) Percent Unprofitable	39 5.80%	41 5.92%	31 4.28%	37 4.87%	44 5.45%	27 3.19%
Return on Assets (median %)	1.21	1.14	1.31	1.21	1.24	1.29
25th Percentile	0.75	0.79	0.97	0.84	0.90	0.96
Net Interest Margin (median %) Yield on Earning Assets (median)	4.55% 6.42%	4.51% 7.82%	4.83% 8.24%	4.53% 7.66%	4.69% 8.03%	4.78% 8.09%
Cost of Funding Earning Assets (median)	1.94%	3.33%	3.39%	3.09%	3.31%	3.29%
Provisions to Avg. Assets (median)	0.18%	0.14%	0.14%	0.13%	0.12%	0.09%
Noninterest Income to Avg. Assets (median) Overhead to Avg. Assets (median)	0.90% 3.38%	0.88% 3.39%	0.90% 3.47%	0.91% 3.37%	0.89% 3.35%	0.89% 3.38%
Liquidity/Sensitivity	0.0070	3.07.0	5	5.5.75	3.3373	0.0070
Loans to Deposits (median %)	62.33%	61.46%	61.63%	57.58%	56.06%	55.24%
Loans to Assets (median %)	54.28%	53.87%	53.79%	51.12%	49.45%	48.53%
Brokered Deposits (# of Institutions) Bro. Deps./Assets (median for above inst.)	46 2.12%	39 1.54%	30 3.49%	31 2.67%	27 2.09%	27 2.02%
Noncore Funding to Assets (median)	15.99%	16.17%	15.44%	14.51%	13.63%	12.56%
Core Funding to Assets (median)	72.47%	72.17%	73.59%	74.49%	74.96%	76.27%
Bank Class						
State Nonmember National	297 333	303 346	319 361	338 382	361 404	388 417
State Member	42	43	44	39	43	42
S&L	0	0	0	0	0	0
Savings Bank Mutually Insured	0	0 0	0	0	0	0
Asset Distribution						
\$0 to \$100 million	421	434	476	517	568	604
\$100 to \$250 million \$250 to \$500 million	163 39	173	165	164	160	164
\$250 to \$500 fillilon \$500 million to \$1 billion	28	43 23	47 20	44 18	44 17	42 18
\$1 to \$3 billion	14	14	10	9	10	9
\$3 to \$10 billion Over \$10 billion	6 1	4 1	4 2	4 3	7 2	7 3
MSA Distribution	# of Inst.	Assets	% Inst.	% Assets	2	3
No MSA	358	31,119,909	53.27%	20.58%		
Dallas TX PMSA	73	20,100,471	10.86%	13.29%		
Houston TX PMSA Ft Worth-Arlington TX PMSA	44 35	16,143,514 5,296,440	6.55% 5.21%	10.67% 3.50%		
San Antonio TX	17	35,271,405	2.53%	23.32%		
Austin-San Marcos TX	16	1,497,106	2.38%	0.99%		
Killeen-Temple TX Longview-Marshall TX	12 12	2,349,268 1,558,357	1.79% 1.79%	1.55% 1.03%		
McĂllen-Edinburg-Mission TX	11	6,784,121	1.64%	4.49%		
Lubbock TX Waco TX	10 10	5,330,231 1,489,177	1.49% 1.49%	3.52% 0.98%		
vvaco TX Corpus Christi TX	8	1,489,177	1.49%	0.98%		
Brazoria TX PMSA	7	753,606	1.04%	0.50%		
Sherman-Denison TX Galveston-Texas City TX PMSA	7 7	1,080,816 1,533,880	1.04% 1.04%	0.71% 1.01%		
Tyler TX	6	2,146,943	0.89%	1.42%		
Odessa-Midland TX	6	1,085,517	0.89%	0.72%		
Laredo TX Brownsville-Harlingen-San Benito TX	5 4	9,050,417 772,397	0.74% 0.60%	5.98% 0.51%		
El Paso TX	4	1,286,904	0.60%	0.85%		
Wichita Falls TX Texarkana TX-AR	4 3	619,136	0.60%	0.41%		
IEXALKALIA I A-AK		621,358 222,194	0.45% 0.45%	0.41% 0.15%		
	3	222,174				
Beaumont-Port Arthur TX Amarillo TX	3	1,829,027	0.45%	1.21%		
Beaumont-Port Arthur TX Amarillo TX Abilene TX	3 3	1,829,027 757,404	0.45% 0.45%	1.21% 0.50%		
Beaumont-Port Arthur TX Amarillo TX	3	1,829,027	0.45%	1.21%		